

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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DEUTSCHE BANK NATIONAL TRUST
COMPANY, solely in its capacity as Trustee
for the MORGAN STANLEY
STRUCTURED TRUST I 2007-1,

Plaintiff,

- against -

MORGAN STANLEY MORTGAGE
CAPITAL HOLDINGS LLC, as Successor-
by-Merger to MORGAN STANLEY
MORTGAGE CAPITAL INC.,

Defendant.
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No. 14 Civ. 3020 (LTS)

ORAL ARGUMENT
REQUESTED

**DECLARATION OF BRIAN S. WEINSTEIN IN SUPPORT OF DEFENDANT'S
MOTION FOR SUMMARY JUDGMENT**

Brian S. Weinstein, pursuant to 28 U.S.C. § 1746, hereby declares:

1. I am an attorney admitted to practice before this Court, and I am a partner in the law firm of Davis Polk & Wardwell LLP, counsel for defendant Morgan Stanley Mortgage Capital Holdings LLC ("Morgan Stanley"), as successor-by-merger to Morgan Stanley Mortgage Capital Inc., in the above-captioned matter. I submit this declaration in support of defendant's motion for summary judgment pursuant to Rule 56 of the Federal Rules of Civil Procedure.

2. Attached hereto as Exhibit A is a true and correct copy of the Complaint (without Exhibits 1 and 2), filed on April 28, 2014.

3. Attached hereto as Exhibit B is a true and correct copy of the Pooling and Servicing Agreement, dated as of June 1, 2007, among Bear Stearns Asset Backed Securities I LLC as Depositor, Wells Fargo Bank, National Association, as Master Servicer and Securities

Administrator, and Deutsche Bank National Trust Company as Trustee.

4. Attached hereto as Exhibit C is a true and correct copy of excerpts from the Prospectus Supplement for Morgan Stanley Structured Trust I 2007-1, dated June 26, 2007.

5. Attached hereto as Exhibit D is a true and correct copy of the transcript of the deposition of Steven Jesse Shapiro taken in the above-captioned matter on April 20, 2016.

6. Attached hereto as Exhibit E is a true and correct copy of excerpts from the Mortgage Loan Purchase and Warranties Agreement, dated as of May 1, 2007, between EMC Mortgage Corporation as Purchaser and Morgan Stanley Mortgage Capital Inc. as Seller.

7. Attached hereto as Exhibit F is a true and correct copy of the Mortgage Loan Purchase Agreement, dated as of July 6, 2007, among EMC Mortgage Corporation as a Mortgage Loan Seller, Morgan Stanley Mortgage Capital Holdings LLC as a Mortgage Loan Seller, and Bear Stearns Asset Backed Securities I LLC as Purchaser.

8. Attached hereto as Exhibit G is a true and correct copy of the transcript of the deposition of Morgan Stanley's designated corporate representative pursuant to Fed. R. Civ. P. 30(b)(6), taken in the above-captioned matter on January 19, 2017.

9. Attached hereto as Exhibit H is a true and correct copy of the Transferee Affidavit and Agreement of Morgan Stanley Mortgage Capital Holdings LLC, as Investor, dated July 6, 2007.

10. Attached hereto as Exhibit I is a true and correct copy of the Assignment and Recognition Agreement, dated as of July 3, 2007, among EMC Mortgage Corporation, Bear Stearns Asset Backed Securities I LLC, and Accredited Home Lenders, Inc.

11. Attached hereto as Exhibit J is a true and correct copy of excerpts from the Bring Down Letter Agreement between Morgan Stanley Mortgage Capital Holdings LLC and Fremont

Investment & Loan, dated July 6, 2007.

12. Attached hereto as Exhibit K is a true and correct copy of the Bring Down Letter Agreement between EMC Mortgage Corporation and WMC Mortgage Corp., dated July 6, 2007.

13. Attached hereto as Exhibit L is a true and correct copy of excerpts from the Second Amended and Restated Mortgage Loan Purchase and Warranties Agreement, dated as of November 1, 2006, between Morgan Stanley Mortgage Capital Inc. as Purchaser and Fremont Investment & Loan as Seller.

14. Attached hereto as Exhibit M is a true and correct copy of excerpts from the Fifth Amended and Restated Mortgage Loan Purchase and Warranties Agreement, dated as of November 1, 2006, between Morgan Stanley Mortgage Capital Inc. as Purchaser and WMC Mortgage Corp. as Seller.

15. Attached hereto as Exhibit N is a true and correct copy of excerpts from the Sixth Amended and Restated Mortgage Loan Purchase and Warranties Agreement, dated as of February 1, 2007, between Morgan Stanley Mortgage Capital Inc. as Purchaser and WMC Mortgage Corp. as Seller.

16. Attached hereto as Exhibit O is a true and correct copy of a memorandum of law submitted by Deutsche Bank National Trust Company (“Deutsche Bank”), as Trustee, in support of its motion to dismiss the amended complaint in Royal Park Investments SA/NV v. Deutsche Bank National Trust Co., No. 14-cv-4394-AJN (S.D.N.Y. Mar. 2, 2015) (Dkt. No. 55).

17. Attached hereto as Exhibit P is a true and correct copy of a memorandum of law submitted by Deutsche Bank, as Trustee, in support of its motion to dismiss the amended complaint in National Credit Union Administration Board v. Deutsche Bank National Trust Co., No. 14-cv-8919-SHS (S.D.N.Y. May 1, 2015) (Dkt. No. 47).

18. Attached hereto as Exhibit Q is a true and correct copy of a memorandum of law submitted by Deutsche Bank, as Trustee, in support of its motion to dismiss the second amended complaint in Phoenix Light SF Ltd. v. Deutsche Bank National Trust Co., No. 14-cv-10103-JGK (S.D.N.Y. Aug. 14, 2015) (Dkt. No. 36).

19. Attached hereto as Exhibit R is a true and correct copy of a joint memorandum of law submitted by Deutsche Bank in support of its motion to dismiss the complaint in IKB International, S.A. v. Deutsche Bank National Trust Co., No. 654439/2015 (Sup. Ct. N.Y. Cty. Oct. 5, 2016) (Dkt. No. 26).

20. Attached hereto as Exhibit S is a true and correct copy of a letter from Melissa Rossiter to Morgan Stanley, dated April 4, 2013, bearing Bates stamps
MSM_MSSTI_20071_0348155- MSM_MSSTI_20071_0348167.

21. Attached hereto as Exhibit T is a true and correct copy of a letter from Steve Covington to Melissa Rossiter, dated July 3, 2013, bearing Bates stamps
MSM_MSSTI_20071_0348171- MSM_MSSTI_20071_0348176.

22. Attached hereto as Exhibit U is a true and correct copy of the expert report of Dr. Nelson R. Lipshutz (without Appendix F), dated August 22, 2016.

23. Attached hereto as Exhibit V is a true and correct copy of the expert rebuttal report of Dr. Nelson R. Lipshutz, dated January 25, 2017.

24. Attached hereto as Exhibit W is a true and correct copy of the transcript of the deposition of Dr. Nelson R. Lipshutz taken on March 15, 2017.

25. Attached hereto as Exhibit X is a true and correct copy of the expert report of Dr. Joseph R. Mason, dated August 22, 2016.

26. Attached hereto as Exhibit Y is a true and correct copy of the expert rebuttal

report of Dr. Joseph R. Mason, dated January 25, 2017.

27. Attached hereto as Exhibit Z is a true and correct copy of the transcript of the deposition of Dr. Joseph R. Mason taken in the above-captioned matter on March 27, 2017.

28. Attached hereto as Exhibit AA is a true and correct copy of the expert report of Dr. John A. Kilpatrick, Ph.D. (without appendices), dated August 22, 2016.

29. Attached hereto as Exhibit BB is a true and correct copy of the expert report of Robert W. Hunter (without Appendices D and E), dated August 22, 2016.

30. Attached hereto as Exhibit CC is a true and correct copy of the transcript of the deposition of Dr. John A. Kilpatrick, Ph.D., taken in the above-captioned matter on April 21, 2017.

31. Attached hereto as Exhibit DD is a true and correct copy of Appendix 9 to the expert report of Dr. John A. Kilpatrick, Ph.D., dated August 22, 2016.

32. Attached hereto as Exhibit EE is a true and correct copy of the expert rebuttal report of Robert W. Hunter (without Appendix D), dated January 25, 2017.

33. Attached hereto as Exhibit FF is a true and correct copy of Exhibit 6 to the deposition of Robert W. Hunter taken in the above-captioned matter on April 25, 2017, which is the transcript of the deposition of Robert W. Hunter taken in Morgan Stanley Mortgage Loan Trust 2006-4SL v. Morgan Stanley Mortgage Capital Inc., No. 650579/2012 (Sup. Ct. N.Y. Cty.) and Morgan Stanley Mortgage Loan Trust 2006-10SL v. Morgan Stanley Mortgage Capital Holdings LLC, No. 652612/2012 (Sup. Ct. N.Y. Cty.) on October 6, 2016.

34. Attached hereto as Exhibit GG is a true and correct copy of the transcript of the deposition of Robert W. Hunter taken in the above-captioned matter on April 25, 2017.

35. Attached hereto as Exhibit HH is a true and correct copy of Exhibit 1 to the

deposition of Robert W. Hunter taken in the above-captioned matter on April 25, 2017, which is the transcript and errata of the deposition of Robert W. Hunter taken in Morgan Stanley Mortgage Loan Trust 2006-14SL, et al. v. Morgan Stanley Mortgage Capital Holdings LLC, No. 652763/2012 (Sup. Ct. N.Y. Cty.) on May 26, 2016.

36. Attached hereto as Exhibit II is a true and correct copy of the expert report of Christopher M. James, Ph.D., dated December 16, 2016.

37. Attached hereto as Exhibit JJ is a true and correct copy of Proof of Claim No. 817 of Deutsche Bank, as Trustee and Custodian, filed on October 6, 2009 in In re Accredited Home Lenders Holding Co., No. 09-11516 (Bankr. D. Del.).

38. Attached hereto as Exhibit KK is a true and correct copy of the Debtors' objection to Deutsche Bank's proof of claims filed on May 21, 2010 in In re Accredited Home Lenders Holding Co., No. 09-11516 (Bankr. D. Del. May 21, 2010) (Dkt. No. 1567).

39. Attached hereto as Exhibit LL is a true and correct copy of an order approving the appended stipulation resolving debtors' objection to Deutsche Bank's proofs of claims filed on November 27, 2012 in In re Accredited Home Lenders Holding Co., No. 09-11516 (Bankr. D. Del. Nov. 27, 2012) (Dkt. No. 3103).

40. Attached hereto as Exhibit MM is a true and correct copy of a letter brief submitted by Morgan Stanley in support of its appeal in Morgan Stanley Mortgage Loan Trust 2006-13ARX v. Morgan Stanley Mortgage Capital Holdings LLC, No. APL-2016-00240 (N.Y. Feb. 6, 2017).

41. Attached hereto as Exhibit NN is a true and correct copy of a letter brief submitted by U.S. Bank, National Association, as Trustee in opposition to Morgan Stanley's appeal in Morgan Stanley Mortgage Loan Trust 2006-13ARX v. Morgan Stanley Mortgage

Capital Holdings LLC, No. APL-2016-00240 (N.Y. Feb. 24, 2017).

42. Attached hereto as Exhibit OO is a true and correct copy of a letter brief submitted by Morgan Stanley in reply to the letter brief submitted by U.S. Bank, National Association, as Trustee in Morgan Stanley Mortgage Loan Trust 2006-13ARX v. Morgan Stanley Mortgage Capital Holdings LLC, No. APL-2016-00240 (N.Y. Mar. 10, 2017).

43. I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
May 8, 2017

/s/ Brian S. Weinstein

Brian S. Weinstein